

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

CHAILE STEINBERG, Individually
and on Behalf of all Others Similarly
Situating,

Plaintiff,

v.

MEADOWBROOK INSURANCE
GROUP, INC., ROBERT S. CUBBIN,
ROBERT H. NAFTALY, ROBERT F.
FIX, HERBERT TYNER, BRUCE E.
THAL, FLORINE MARK, ROBERT W.
STURGIS, JEFFREY A. MAFFETT,
WINIFRED A. BAKER, DOUGLAS A.
GAUDET, FOSUN INTERNATIONAL
LIMITED, MIRACLE NOVA II (US),
LLC, and MIRACLE NOVA III (US),
INC.,

Defendants.

GABBY KLEIN and DAVID RAUL,
individually and on behalf of all others
similarly situated,

Plaintiff,

v.

ROBERT S. CUBBIN, ROBERT H.
NAFTALY, ROBERT F. FIX, DOUGLAS
A. GAUDET, JEFFREY A. MAFFETT,
BRUCE E. THAL, FLORINE MARK,
ROBERT W. STURGIS, HERBERT
TYNER, FOSUN INTERNATIONAL
LIMITED, MEADOWBROOK
INSURANCE GROUP, INC., MIRACLE
NOVA II (US), LLC, and MIRACLE
NOVA III (US), INC.

Defendants.

Case No.: 5:15-cv-10057-JCO-MJH

**STIPULATION AND ORDER
CONSOLIDATING RELATED
ACTIONS AND RELATED
MATTERS**

F I L E D
MAR - 5 2015

CLERK'S OFFICE
U.S. DISTRICT COURT
ANN ARBOR, MI

Case No. 5:15-cv-10497-JCO-RSW

1. There are presently two related shareholder class actions on file in this Court that challenge the proposed acquisition of Meadowbrook Insurance Group, Inc. by Fosun International Limited as announced on December 30, 2014.

2. To avoid unnecessary duplication of effort, counsel for the respective parties in the Related Actions (as defined infra Paragraph 4) hereby enter into this Stipulation and [Proposed] Order Consolidating Related Actions and Related Matters (the "Stipulation").

3. Counsel for the parties to this Stipulation include (1) Robbins Arroyo LLP, Allen Brothers, and Morgan & Morgan, P.C. on behalf of plaintiff Chaile Steinberg; (2) Milberg LLP, Sommers Schwartz, P.C., Pomerantz LLP, and Levi & Korsinsky LLP on behalf of plaintiffs Gabby Klein and David Raul (3) Sidley Austin LLP and Bodman PLC on behalf of defendants Meadowbrook Insurance Group, Inc., Robert S. Cubbin, Robert H. Naftaly, Robert F. Fix, Herbert Tyner, Bruce E. Thal, Florine Mark, Robert W. Sturgis, Jeffrey A. Maffett, Winifred A. Baker, and Douglas A. Gaudet; and (4) DLA Piper LLP (US) and Dykema Gossett PLLC on behalf of defendants Fosun International Limited, Miracle Nova II (US), LLC, and Miracle Nova III (US), Inc.

CONSOLIDATION

4. The following Related Actions are hereby consolidated for all purposes, including pre-trial proceedings and trial (the "Consolidated Action"):

<u>Abbreviated Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Steinberg v. Meadowbrook Insurance Group, Inc., et al.</i>	5:15-cv-10057-JCO-MJH	01/07/15
<i>Klein, et al. v. Cubbin, et al.</i>	5:15-cv-10497-JCO-RSW	02/06/15

5. Every pleading filed in the Consolidated Action, or in any separate action included herein, shall bear the following caption:

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

IN RE MEADOWBROOK)	Lead Case No. 5:15-cv-10057-JCO-MJH
INSURANCE GROUP, INC.)	
SHAREHOLDER LITIGATION)	(Consolidated with No. 5:15-cv-10497-
)	JCO-RSW)
)	
This Document Relates To:)	<u>CLASS ACTION</u>
)	
<u>ALL ACTIONS.</u>)	

6. The files of the Consolidated Action shall be maintained in one file under Master File No. 5:15-cv-10057-JCO-MJH.

7. Defendants need not respond to any of the complaints filed in the Related Actions or any other complaint now pending before, or later filed in, remanded to, or transferred to, this Court which arises out of the same or similar facts and allegations as contained in the Related Actions. Rather, plaintiffs shall file an amended consolidated complaint (the "Consolidated Complaint") within thirty (30) days of defendants filing a preliminary proxy statement with the U.S. Securities and Exchange Commission, which shall be the operative complaint in

the Consolidated Action and shall supersede all previous complaints filed in any of the Related Actions or any other action subsequently consolidated therewith.

8. Defendants shall have forty-five (45) days from service of the Consolidated Complaint within which to answer, plead, or otherwise respond to the Consolidated Complaint.

APPOINTMENT OF A LEADERSHIP STRUCTURE

9. Co-lead counsel for plaintiffs ("Co-Lead Counsel") in the Consolidated Action are:

ROBBINS ARROYO LLP
BRIAN J. ROBBINS
STEPHEN J. ODDO
EDWARD B. GERARD
JUSTIN D. RIEGER
600 B Street, Suite 1900
San Diego, CA 92101
Telephone: (619) 525-3990
Facsimile: (619) 525-3991

MORGAN & MORGAN, P.C.
PETER SAFIRSTEIN
ROGER A. SACHAR JR.
28 W. 44th Street, Suite 2001
New York, NY 10036
Telephone: (212) 569-1637
Facsimile: (212) 564-1656

10. Co-Lead Counsel shall have sole authority to speak for plaintiffs in matters regarding pre-trial procedure, trial, and settlement and shall make all work

assignments in such manner as to facilitate the orderly and efficient prosecution of the Consolidated Action and to avoid duplicative or unproductive effort.

11. Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of plaintiffs. No motion, request for discovery, or other pre-trial or trial proceedings shall be initiated or filed by any plaintiff except through Co-Lead Counsel.

12. Liaison counsel for plaintiffs ("Liaison Counsel") in the Consolidated Action is:

ALLEN BROTHERS
Attorneys and Counselors, PLLC
JAMES P. ALLEN, SR.
400 Monroe Street, Ste. 620
Detroit, MI 48226
Telephone: (313) 962-7777
Facsimile: (313) 962-0581

13. Plaintiffs' Liaison Counsel shall be available and responsible for communications to and from this Court, including distributing orders and other directions from the Court to counsel, and shall be responsible for communication with defendants' counsel on matters of case administration and scheduling. Liaison Counsel shall further be responsible for creating and maintaining a master service list of all parties and their respective counsel.

14. MILLBERG LLP, POMERANTZ LLP, and LEVI & KORSINSKY LLP are designated as members of the Executive Committee for Plaintiffs in the Consolidated Action.

15. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or other duly authorized representative of Co-Lead Counsel, and such agreements shall be binding on all plaintiffs.

RELATED MATTERS

16. Defendants' counsel accept service on behalf of all defendants not already served.

17. Pursuant to Rule 5 of the Federal Rules of Civil Procedure, service by e-mail shall be permitted in the Consolidated Action.

18. This Order shall apply to each case, arising out of the same or similar transactions and/or events as the Related Actions which is subsequently filed in, remanded to, or transferred to this Court.

19. When a case which properly belongs as part of the *In re Meadowbrook Insurance Group, Inc. Shareholder Litigation*, Lead Case No. 5:15-cv-10057-JCO-MJH, is hereafter filed in, remanded to, or transferred to this Court, counsel for the parties shall call such filing, remand, or transfer to the attention of the clerk of this Court for purposes of moving the Court for an order consolidating such case(s) with *In re Meadowbrook Insurance Group, Inc. Shareholder*

Litigation, Lead Case No. 5:15-cv-10057-JCO-MJH. Counsel for the parties will further assist in assuring that counsel for the parties in such subsequent action(s) receive notice of this Order.

Dated: February 26, 2015

ROBBINS ARROYO LLP

s/ Stephen J. Oddo

BRIAN J. ROBBINS

STEPHEN J. ODDO

EDWARD B. GERARD

JUSTIN D. RIEGER

600 B Street, Suite 1900

San Diego, CA 92101

(619) 525-3990

brobbins@robbinsarroyo.com

sodd@robbinsarroyo.com

egerard@robbinsarroyo.com

jrieger@robbinsarroyo.com

MORGAN & MORGAN, P.C.

PETER SAFIRSTEIN

ROGER A. SACHAR JR.

28 West 44th Street, Suite 2001

New York, NY 10036

(646) 863-5704

psafirstein@morgansecuritieslaw.com

rsachar@morgansecuritieslaw.com

Proposed Co-Lead Counsel for Plaintiffs
and Counsel for Plaintiff Chaile Steinberg

ALLEN BROTHERS

Attorneys and Counselors, PLLC

JAMES P. ALLEN, SR. (P52885)

400 Monroe Street, Ste. 620

Detroit, MI 48226

(313) 962-7777

jamesallen@allenbrotherspllc.com

Proposed Liaison Counsel for Plaintiffs and
Counsel for Plaintiff Chaile Steinberg

Dated: February 26, 2015

MILBERG LLP

s/ with consent of Paul F. Novak

PAUL F. NOVAK (P39524)

DIANA GJONAJ (P74637)

One Kennedy Square

777 Woodward Avenue, Suite 890

Detroit, MI 48226

(313) 309-1760

pnovak@milberg.com

dgjonaj@milberg.com

POMERANTZ LLP

GUSTAVO F. BRUCKNER

SAMUEL J. ADAMS

600 Third Avenue, 20th Floor

New York, NY 10016

(212) 661-1100

gfbruckner@pomlaw.com

sjadams@pomlaw.com

LEVI & KORSINSKY LLP

DONALD J. ENRIGHT

1101 30th Street, N.W., Suite 115

Washington, DC 20007

(202) 524-4290

denright@zlk.com

Proposed Executive Committee
Members and Counsel for Plaintiffs
Gabby Klein and David Raul

SOMMERS SCHWARTZ, P.C.

LANCE C. YOUNG (P51254)

One Towne Square, 17th Floor

Southfield, MI 48076

(248) 355-0300

lyoung@sommerspc.com

Counsel for Plaintiffs Gabby Klein and
David Raul

Dated: February 26, 2015

BODMAN PLC

s/ with consent of Thomas Van Dusen

THOMAS VAN DUSEN (P30602)

201 W. Big Beaver Road, Suite 500

Troy, MI 48084

(248) 743-6000

tvandusen@bodmanlaw.com

SIDLEY AUSTIN LLP

JAMES W. DUCAYET

One South Dearborn

Chicago, IL 60603

(312) 853-7000

jducayet@sidley.com

Counsel for Defendants Meadowbrook
Insurance Group, Inc., Robert S. Cubbin,
Robert H. Naftaly, Robert F. Fix, Herbert
Tyner, Bruce E. Thal, Florine Mark,
Robert W. Sturgis, Jeffrey A. Maffett,
Winifred A. Baker, and Douglas A.
Gaudet

Dated: February 26, 2015

DYKEMA GOSSETT PLLC

s/ with consent of Lori McAllister

LORI MCALLISTER (P39501)

201 Townsend, Suite 900

Lansing, MI 48933

(517) 374-9150

lmcallister@dykema.com

DLA PIPER LLP (US)

DAVID F. GROSS

555 Mission Street

Suite 2400

San Francisco, CA 94105

(415) 836-2933

david.gross@dlapiper.com

DLA PIPER LLP (US)
DAVID A. PRIEBE
2000 University Avenue
East Palo Alto, CA
(650)833-2000
david.priebe@dlapiper.com

Counsel for Defendants Fosun
International Limited, Miracle Nova II
(US), LLC, and Miracle Nova III (US),
Inc.

* * *

ORDER

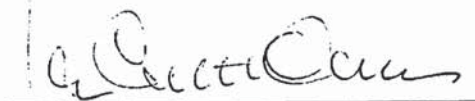
The above Stipulation Consolidating Related Actions and Related Matters
having been considered, and good cause appearing therefore,

IT IS HEREBY ORDERED that case no. 15-10497 is consolidated with case
no. 15-10057 for all purposes, including trial.

IT IS FURTHER ORDERED that all subsequent papers filed after that date
of this order shall be filed in case no. 15-10057.

IT IS FURTHER ORDERED that case no. 15-10497 is hereby closed for
administrative purposes.

Date: 3.5.15



John Corbett O'Meara
United States District Judge